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BEFORE THE ARIZONA CORPORATION COMMISSION

COMMISSIONERS

BOB STUMP, Chairman

GARY PIERCE

BRENDA BURNS

BOB BURNS

SUSAN BITTER SMITH

2014 JAN 15 P 3:47

ARIZONA CORPORATION COMMISSION
DOCKET CONTROL

ORIGINAL

IN THE MATTER OF THE APPLICATION OF
PALO VERDE UTILITIES COMPANY FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. SW-03575A-03-0586

IN THE MATTER OF THE APPLICATION OF
SANTA CRUZ WATER COMPANY FOR AN
EXTENSION OF ITS EXISTING CERTIFICATE
OF CONVENIENCE AND NECESSITY.

Docket No. W-03576A-03-0586

**NOTICE OF FILING IN COMPLIANCE WITH
DECISION NO. 67240
(Acquisition Schedule)**

Global Water - Palo Verde Utilities Company and Global Water - Santa Cruz Water
Company, in compliance with Decision No. 67240 submit the attached Acquisition Schedule.

RESPECTFULLY submitted this 15th day of January, 2014.

ROSKA DEWULF & PATTEN, PLC.

By


Michael W. Patten

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Arizona Corporation Commission

DOCKETED

JAN 15 2014

DOCKETED BY



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1 Original + 15 copies of the foregoing
2 filed this 15th day of January 2014, with:

3 Docket Control
4 ARIZONA CORPORATION COMMISSION
5 1200 West Washington
6 Phoenix, Arizona 85007

7 Copies of the foregoing hand-delivered/mailed
8 this 15th day of January 2014, to:

9 Lyn Farmer, Esq.
10 Assistant Chief Administrative Law Judge
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12 Arizona Corporation Commission
13 1200 West Washington
14 Phoenix, Arizona 85007

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By Debbie Amual

Attachment B

Acquisition Schedule

This Acquisition Schedule shall be prepared pursuant to the Settlement Conditions contained in Arizona Corporation Commission Dockets No. SW-03575A-03-0568 and No. W-03576A-03-0568.

PART 1

Describe below each investment in, or acquisition of, any utility made by Global Water Resources, Inc. during the three month period ending on the date this document is executed.

PART 2

As of November 30, 2013, the capital structures of Palo Verde Utilities Company (PVUC) and Santa Cruz Water Company (SCWC) and any other GWR acquired utility are as follows:

	PVUC		SCWC	
	Amount	%	Amount	%
Long-Term Debt*	-	0%	-	0%
Equity**	46,350,011	100%	29,048,223	100%
	<u>\$ 46,350,011</u>	<u>100%</u>	<u>\$ 29,048,223</u>	<u>100%</u>
Francisco Grande				
Water Utility of Greater Buckeye				
Long-Term Debt*	-	0%	7,248	1%
Equity**	-	0%	881,936	99%
	<u>\$ -</u>	<u>100%</u>	<u>\$ 889,184</u>	<u>100%</u>
Valencia Water Co				
Water Utility of Greater Tonopah				
Long-Term Debt*	-	0%	-	0%
Equity**	(282,970)	100%	(4,252,230)	100%
	<u>\$ (282,970)</u>	<u>100%</u>	<u>\$ (4,252,230)</u>	<u>100%</u>
Willow Valley Water Co				
Water Utility of North Scottsdale				
Long-Term Debt*	-	0%	-	0%
Equity**	2,366,776	100%	(405,069)	100%
	<u>\$ 2,366,776</u>	<u>100%</u>	<u>\$ (405,069)</u>	<u>100%</u>
Hassayampa Utility Co				
CP Water Co.				
Long-Term Debt*	-	0%	-	0%
Equity**	(953,386)	100%	2,309	100%
	<u>\$ (953,386)</u>	<u>100%</u>	<u>\$ 2,309</u>	<u>100%</u>
Picacho Cove Water				
Picacho Cove Utilities				
Long-Term Debt*	-	0%	-	0%
Equity**	118,636	100%	(246,076)	100%
	<u>\$ 118,636</u>	<u>100%</u>	<u>\$ (246,076)</u>	<u>100%</u>
Baffera Sewer				
Long-Term Debt*	-	0%	-	0%
Equity**	1,452,055	100%	-	-
	<u>\$ 1,452,055</u>	<u>100%</u>		

*Include current portion of Long-term Debt.

**Includes Common Stock, Paid In Capital and Retained Earnings (Deficit).

The undersigned also confirm that at no time during the last six months did the equity ratios (as calculated above) of PVUC and SCWC fall below 40%.

WE THE UNDERSIGNED RON FLEMING AND CINDY M. BOWERS DO SAY THAT THE ABOVE INFORMATION HAS BEEN PREPARED UNDER OUR DIRECTION AND WE HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID COMPANIES FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH & EVERY MATTER AND THING SET FORTH, TO THE BEST OF OUR KNOWLEDGE, INFORMATION AND BELIEF.

x 
Signature of Officer

x Cindy M. Bowers
Signature of Officer